

EOG RESOURCES INC
Form 4
September 23, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRIGGERS TIMOTHY K

(Last) (First) (Middle)

1111 BAGBY, SKY LOBBY 2

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EOG RESOURCES INC [EOG]

3. Date of Earliest Transaction (Month/Day/Year)
09/21/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/21/2016		M		25,290	A	\$ 41.715
Common Stock	09/21/2016		D		11,290	D	\$ 93.45
Common Stock	09/21/2016		F		5,237	D	\$ 93.45
Common Stock	09/21/2016		S		1,931	D	\$ 93.42
Common Stock	09/21/2016		S		2,566	D	\$ 93.43
Common Stock	09/21/2016						184,402
Common Stock	09/21/2016						173,112
Common Stock	09/21/2016						167,875
Common Stock	09/21/2016						165,944
Common Stock	09/21/2016						163,378

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Common Stock	09/21/2016	S	1,745	D	\$ 93.44	161,633	D
Common Stock	09/21/2016	S	1,421	D	\$ 93.45	160,212	D
Common Stock	09/21/2016	S	100	D	\$ 93.455	160,112	D
Common Stock	09/21/2016	S	800	D	\$ 93.46	159,312	D
Common Stock	09/21/2016	S	100	D	\$ 93.4663	159,212	D
Common Stock	09/21/2016	S	100	D	\$ 93.469	159,112	D
Common Stock	09/21/2016	F ⁽¹⁾	8,488	D	\$ 93.52	150,624	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Appreciation Rights	\$ 41.715	09/21/2016		M	25,290	09/21/2012 ⁽²⁾	09/21/2018	Common Stock	25,290

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
DRIGGERS TIMOTHY K 1111 BAGBY, SKY LOBBY 2			EVP & Chief Financial Officer

HOUSTON, TX 77002

Signatures

Vicky Strom, attorney-in-fact for Timothy K.
Driggers

09/22/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Relates to the vesting of 20,232 restricted shares on September 21, 2016.
 - (2) The SARs became exercisable in 25 percent increments beginning one year from the September 21, 2011 date of grant and on each of the next three grant date anniversaries. The SARs became fully exercisable on September 21, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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